

Ultra Clean Holdings, Inc.
Form 8-K
May 17, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 15, 2018

ULTRA CLEAN HOLDINGS, INC.
(Exact Name of Registrant

as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-50646
(Commission File Number)

61-1430858
(IRS Employer Identification
No.)

26462 CORPORATE AVENUE

94545

HAYWARD, CA
(Address of Principal Executive
Offices)

(Zip Code)

Registrant's telephone number, including area code: (510) 576-4400

n/a
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Company's Annual Meeting of Stockholders held on May 15, 2018, stockholders considered and approved three proposals, each of which is described in more detail in the Company's definitive proxy statement filed on April 19, 2018 for the Annual Meeting of Stockholders.

The vote results detailed below represent the final results as certified by the Inspector of Elections:

Proposal 1

Election of directors for a one-year term.

| Director | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|----------------|----------------|-------------------------|
| Clarence L. Granger | 25,363,111 | 881,920 | 40,383 | 7,601,327 |
| James P. Scholhamer | 25,558,141 | 686,275 | 40,998 | 7,601,327 |
| David T. ibnAle | 25,892,542 | 350,394 | 42,478 | 7,601,327 |
| Leonid Mezhvinsky | 24,157,870 | 2,084,914 | 42,630 | 7,601,327 |
| Emily M. Liggett | 24,702,301 | 1,554,532 | 28,581 | 7,601,327 |
| Thomas T. Edman | 26,125,446 | 128,622 | 31,346 | 7,601,327 |
| Barbara V. Scherer | 26,116,486 | 140,045 | 28,883 | 7,601,327 |

Proposal 2

Ratification of the appointment of Moss Adams LLP to serve as the Company's independent registered public accounting firm for fiscal 2018.

| For | Against | Abstain |
|------------|----------------|----------------|
| 33,402,081 | 288,573 | 196,087 |

Proposal 3

Approval, by non-binding advisory vote, of the compensation paid by the Company to its Named Executive Officers.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 25,118,143 | 812,560 | 354,711 | 7,601,327 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTRA CLEAN HOLDINGS, INC.

Date: May 17, 2018 By: /s/ Sheri Savage

Name: Sheri Savage

Title: Chief Financial Officer, Senior Vice President and Secretary